

Articles of Association

of

ALL PAKISTAN PARTICLEBOARDS MANUFACTURERS ASSOCIATION

1. (a) The Regulations contained in Table (A) of third Schedule to the Companies Act, 1913 (VII of 1913) shall not apply to the Association, however, the compulsory regulations contained in Sec. 17 of the Companies Act, 1913, shall be deemed included in the Articles.

(b) The rules and regulations for the management of the Association and for the observance by members thereof and their representatives shall, subject to any amendments that may be made hereafter, be those contained in these Articles.

DEFINITIONS

2. In these Articles, unless there be something in the subject or context inconsistent therewith :

(a) “Association” means the “All Pakistan Particle Boards Manufacturers Association”

(b) “Associate Member” means a member of a trade organization which is not a body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 Million or above ;

(c) “Corporate Member” means a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 Million or above ;

(d) The term “Particle includes all forms and shapes of structural boards.

(e) “Executive Committee” means the Central Executive Committee of the Association constituted under Article 21.

- (f) “Head Office” means the registered office of the Association.
- (g) “Ordinance” means the Trade Organization Ordinance, 2007 (XXXI of 2007) ;
- (h) “Southern Zone” means the province of Sindh and Balochistan ;
- (i) “Articles” means these Articles of Association as originally framed or as altered from time to time by Special Resolution.
- (j) “Office Bearers” means and include the Chairman, Vice Chairman and members of the Executive Committee or the regional and members of the regional committee as the case may be.
- (k) “Persons” shall include any Firm, Company, Corporation or Association or any other body of individuals, whether incorporated or not ;
- (l) “Regional Committee” means a Committee of the Association constituted under Article 18(b) ;
- (m) “Regional Office” means the office controlled and run by a regional committee.
- (n) In clause (j) of Article No. 2, the words “Section 31 of the Companies Act 1913 (VII of 1913)” be substituted by the-words “Section 147 of the Companies Ordinance, 1984”.
- (o) “Secretary” means the Secretary of the Association who shall be whole time paid employee of the Association ;
- (p) “Seal” means the common seal for the time being of the Association.
- (q) “Year” means the Calendar year beginning on the first day of July.
- (r) Words importing singular number shall include plural number and *vice-versa* and words importing masculine gender shall include feminine gender and *vice-versa* ;
- (s) “Manufacturing Unit” the unit which manufactures exclusively for sale to the consumers.

MEMBERSHIP OF THE ASSOCIATION

3. There shall be two classes of memberships in a trade organization :
 - a) a member of a trade organization which is either a body corporate or a multinational corporation with its head office or branch office in Pakistan or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 million or above shall be called “Corporate Member”; and

- b) a member of a trade organization which is not a body corporate or a multinational or a sales-tax-registered manufacturing concern or a sales-tax-registered business concern having annual turn-over of Rs. 50 Million or above shall be called “Associate Member”.

4. For the purpose of registration the membership of this Association is declared to consist of unlimited number of members and is open to industrial units of manufacturers, manufacturing PARTICLE BOARDS.

5. All persons who have subscribed and signed the Memorandum of Association of this Association, shall be deemed to be member of this Association. In addition to such persons, all other persons who are eligible and subscribe to the Memorandum of Association hereafter and are enrolled as members in the manner shown below shall become members of the Association.

6. Any firm, joint stock company or other corporation of individual owner or proprietor of a concern engaged in the manufacture of particleboards desirous of promoting the objects of this Association and accepting the Memorandum and Articles of Association shall be eligible for membership of the Association in the conventions or corporate name on conditions hereinafter mentioned.

7. If a member is admitted during the course of the year, he shall pay the proportionate amount of subscription for the remaining months of the accounting year of the Association including the month in which he is admitted.

8. As and when a regional office is set up in pursuance of Article 18 below, two thirds of the admission fees and members belongings to the region shall be remitted to the head office not later than 30 days of the receipt of such amount.

APPLICATION FOR MEMBERSHIP

9. (a). Any person qualified to be or desirous of becoming a member of the Association shall submit to the Regional Committee of the region in which he resides, or if there is no such committee for the time being, to the Secretary, an application in the form prescribed by the Executive Committee duly proposed by member of the Association and seconded by another member together with the admission fee as prescribed in Article 10 below :-

PROVIDED that until the first elections are held under these Article, applications for membership may be submitted on plain paper without being proposed or seconded by a member of the Association.

- (b). Where an application is submitted to the Regional Committees that Committee shall, after scrutinizing the application, forward it to the Secretary along with its observation and recommendation.

- (c). At the Meeting held next after the receipt of the application the Secretary shall place the application before the Executive Committee and the decision of the Executive Committee shall be final.

10. **REPRESENTATIVE OF A MEMBER :** Not more than one representative of a member shall be entitled to take part in and vote at the meeting of the Association. The representative shall be a duly authorized responsible officer of his organization in case the member is a company or corporation. The name of all such representatives of the member shall be entered in the register kept for the purpose be the Association. A member may change his representative by notifying the same and name of his new representative in writing to the Secretary of the Association.

11. **MEMBERSHIP FEES :** The following scales of Annual subscription and admission fee will be applicable to the members payable along with the application :

MEMBERSHIP FEE

- (a). There will be one class of membership and the fee will be Rs: 1,000/-.
- (b) Annual Subscription will be Rs:2,000/-.

12. **CHANGE IN THE NAME OF FIRM :** Any firm being a member of the Association shall have, on changing the firms name, to put in a fresh application for membership in which case no admission fee shall be charged provided the applicant has accepted the assets and liabilities of the original firm, also the Executive Committee will be competent to decide such case on merits.

13. Every member of the Association shall pay to his Regional Office Annual subscription in advance by 31st January each year.

14. **OBLIGATIONS OF MEMBERSHIP :** Every member of the Association shall conform to and so be bound by the Articles of Association for the time being in force, as well as the bye-laws that may be framed, from time to time, in pursuance of the powers given under the Articles of Association.

15. (a). Any member may resign from the Association by giving thirty days notice in writing to the Secretary, through the Regional Committee concerned, if any, and upon the expiry of the period of notice he shall cease to be a member, unless the notice is in the meantime withdrawn by him.

- (b). A member shall cease to be a member of the Association if ;
- i). His firm or factory ceases to be a manufacturing unit ;
- ii). He becomes or is found to be of unsound mind by a court of competent jurisdiction; or

- iii). He applied for relief as an insolvent debtor or is declared insolvent ;
or
- iv). He closes his business ;
- (c). If a member fails to pay his subscription within two months after the expiry of the due date, the period laid down in Articles No. 12, he shall be suspended from active participation at any meeting of the Association. If he fails to pay his subscription within two months after the expiry of the due date he shall cease *ipso facto* as a member of the Association.
- (d). The Association reserves to itself the right of expelling any member at the recommendation of Executive Committee in case he does any act or pursues any conduct either in contravention of the rules and regulations of the bye-laws of the Association or is in any way injurious to its welfare and interest or for any other good and legitimate reason, it is considered desirable to remove him from the membership of the Association. But action in this behalf shall only be taken on a resolution of the General Body.
- (e). The member whose name is to be removed shall be informed of the proposal, at least 7 days before the date of the general meeting of the general body by a notice in writing, delivered at his last known place of business to enable him to be present at the meeting and to defend himself personally.
- (f). A member who has resigned or been expelled or has otherwise ceased to be a member, shall remain liable to pay all dues to the Association until his resignation becomes effective, or he is expelled or has otherwise ceased to be a member, and shall not be entitled to refund of any moneys paid to the Association by way of subscription or admission fees.
- (g). The name of the member who has resigned or been expelled, or has otherwise ceased to be a member, shall be struck off the register.

RESTORATION OF MEMBERSHIP

16. A member whose name has been struck off the register due to resignation or non-payment of fees shall be entitled for re-enrolment on payment of admission fee afresh and all arrears outstanding against him, provided that a member expelled from the Association under clause 14(d) hereof shall not be readmitted before the expiry of one year. From the date of expulsion.

RIGHTS AND PRIVILEGES

- 17. (a). Every member of the Association shall be entitled ;

- (i). To vote at all general meeting of the Association ;
 - (ii). Voting rights to new members will accrue only after one year standing as a member.
- (b). No member shall be entitled to vote at any meeting of the Association unless all moneys due from him on account of subscription have been paid to the Association by the due date.
 - (c). No member who has resigned or been expelled, or otherwise ceased to be a member shall be entitled to attend or vote at any meeting.

18. (a). A register containing the names and addresses of the members of the Association and their authorized representative, if any, shall be kept at the head office. A similar register shall be kept by each regional office in respect of the members of the Association in the region concerned.

- (b). All changes in the addresses or other particulars of the members will be intimated by them in writing to the Secretary as also to the regional office concerned, and members shall have the right to inspect the registers maintained under paragraph 17 (a) above and request corrections, if any.

19. ELECTION WITHIN TRADE ORGANIZATION :

Subject to the provisions of Section 11 of the Ordinance, the elections of trade organizations shall be held on annual basis as per following timeframe :

- (a). in case of all other trade organizations, between 1st of July to 30th of September of the year.

20. ANNOUNCEMENT OF ELECTIONS SCHEDULE :

- 1) The election schedule of the trade organization shall be approved by the Executive Committee of the trade organization and issued by the Secretary General.
 - (a) In case of the federation, in the first half of October ; and
 - (b) In case of all other trade organizations, in the first half of July.
- 2) Within two days of its approval by the Executive Committee, the election schedule shall be :
 - (a) Displayed at the notice board of the head office and regional offices of the trade organization ;
 - (b) Displayed at the website of the trade organization ; and
 - (c) Submitted to the Director-General.

21. **ELIGIBILITY TO VOTE :**

- 1) Subject to provisions of Section 10 of the Ordinance, the eligibility of a member of trade organization to vote at the elections of the trade organization shall be subject to following conditions :
 - a. The member has completed two years of valid membership of the trade organization as on the date of announcement of election schedule by the Executive Committee of the trade organization ; and
 - b. The member has fulfilled the conditions of membership and renewal thereof of the respective trade organization under Rule 11.
- 2) Every member eligible to vote shall deposit with the Secretary General, the specimen signature card along with photograph indicating the status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the Director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Director of a Public Limited Company or, as the case may be, a multi-national corporation.
- 3) The proprietor, partner or Director of the member firm or company, concern or a person not below the rank of General Manager authorized by the Board of Directors of public limited company or a multinational company shall be entitled to cast vote at the time to election only if name of such person has already been registered with the Secretary General and his name appears on the list of voters.

22. **APPOINTMENT OF ELECTION COMMISSION**

Simultaneously with the approval of the election schedule as provided in Rule 16, the Executive Committee of the trade organization shall appoint an election commission subject to the following conditions, namely ;

- a: The commission comprise three members ;
- b: The members so appointed have submitted their consent in writing to their appointment as such ;
- c: The members of the commission, so appointed, have not held any office of the respective trade organization for the preceding two years ;
- d: The member of the commission shall not be entitled to become a candidate in the election, he is conducting ;
- e: The members of the commission shall be independent, impartial and Non-Pakistan ; and

- f: The members of commission shall not canvass for any of the candidates or panels contesting the elections, they are conducting.

23. **FUNCTIONS OF ELECTION COMMISSION**

The election commission shall be in charge of all arrangements connected with the conduct of elections including but not limited to

- a: Appointment of polling ;
- b: ensuring display of the tentative voters' list by the Secretary General for the purpose of inviting objection as provided in Sub-Rule (3) of Rule 20;
- c: examination of and decision on the objections received on the voters' list as provided in Sub-Rule (6) of Rule 20 ; and
- d: supervision of polling process and ensuring that the polling has been I conducted in an orderly, peaceful, transparent and fair manner in accordance with the provisions of the Memorandum and Articles of Association and instructions of the federal government or the Director-General in this regard ; and
- e: counting of votes and announcement of results.

24. **ELECTION PROCEDURE :**

- 1) The election of the trade organization shall be conducted according to the procedure laid down in the respective articles of Association subject to the following : -
 - a) The election of the members of Executive Committee and office bearers shall be held by secret ballot,
 - b) neither postal ballot nor proxy shall be allowed ; and
 - c) the polling shall be held simultaneously at the head office, regional offices or where number of voters exceeds fifty at the branch offices of the trade organization :

Provided that where for want of space in the office premises it is not possible to establish the polling booths, the polling shall be held in a public place such as a community hall or hotel.

- 2) Within three days of the announcement of the election schedule member firms desiring to change their representative shall intimate changes regarding name of representative to the Secretary General along with necessary proof of eligibility.

- 3) The Secretary General of trade organization shall display within seven days of the announcement of election schedule the provisional list of all members eligible to vote along with their national tax number, sales tax registration number, if applicable, the name and national identity card number of their representative. The list shall be displayed at :
 - a) the notice board of the head office and regional offices of the trade organization ; and
 - b) the website of the trade organization.
- 4) The members who have any objection to the entries in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the voters' list.
- 5) The Secretary General will intimate action on the objections or changes sent by members within five days from the last day under preceding clause.
- 6) Any person aggrieved by the decision of the Secretary General may make a representation, within three days to the election commission which shall decide the case within three days.
- 7) Within three days of decision by the commission or in case the Commission fails to decide within the stipulated time provided in Sub-Rule (6), any person aggrieved by the decision of the commission may appeal to the Director-General who shall decide the case within 10 days and his decision in this regard shall be final.
- 8) Within two days of the decision of the Director-General the final voters' list shall be :
 - a) displayed at the notice board of the head office and regional offices of the trade organization ;
 - b) displayed at the website of the trade organization ; and
 - c) submitted to the Director-General :

Provided that if no appeal has been filed to the Director-General, the final list of voters shall be displayed within fifteen days of the decision of the election commission under Sub-Rule (6).

- 9) Within four days of the display of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his nomination duly proposed and seconded by a duly registered voter and signed by the candidate to the Secretary General.

- 10) Within twenty-four hours of receipt of nomination papers, a copy of the final list of voters shall be provided to each contesting candidate.
- 11) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- 12) The objections, if any, to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.
- 13) Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in Sub-Rule (12), any candidate aggrieved by the decision of the commission may file an appeal to the Director-General, who shall decide within 7 days and his decision in this regard shall be final.
- 14) Within two days of the decision of the Director-General the commission shall issue the final list of candidates.

Provided that if no appeal has been filed to the Director-General, the final list of candidates shall be issued within eleven days of the decision of the election commission under Sub-Rule (12).

- 15) Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.
- 16) Within 2 days of the polling as provided in Sub-Rule (15), any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.
- 17) The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- 18) Within 2 days of display of final list of candidates, the polling for election of office bearers shall be held.
- 19) The final result of the election of members Executive Committee and office bearers shall be officially announced at the Annual General Meeting of the trade organization called for this purpose within fifteen days of the date of polling under the, preceding clause but not later than :
 - a) in case of the federation, the 31st of December of the year ; and
 - b) in case of all other trade organizations, the 30th of September of the year ;

- 20) The announcement of election results in the Annual General Meeting in pursuance of the preceding Sub-Rule shall be the material date for the purposes of paragraph (iii) of clause (f) of Sub-Section (2) of Section 14 of the Ordinance 1.
- 21) The final election results announced in the Annual General Meeting shall be :
 - a) displayed at the notice board of the head office and regional offices of the trade organization within two days ;
 - b) displayed at the website of the trade organization within two days ; and
 - c) submitted to the Director-General within 7 days.

25. **CONDUCT OF ELECTIONS :**

- 1) The ballot papers shall have duly numbered counterfoils and the voter shall sign or affix thumb impression thereon in the presence of polling agents of the candidates and the polling officer before the issuance of ballot papers to the voter.
- 2) It shall be the duty of the polling officer to verify the identity of the voter. The only acceptable forms of identification shall be the computerized national identity card, the original identity card issued by the trade organization, the passport and the driving license. The polling officer shall enter the number of identification document on the counterfoil,
- 3) After comparing the signatures and photograph with the specimen signature card the polling officer shall hand over the ballot paper to the voter.
- 4) The ballot paper shall be signed by the Secretary General or an officer of the trade organization duly authorized by the commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- 5) Once the ballot paper has been issued to a voter, he shall not be allowed to leave the polling booth, without casting in the ballot box.
- 6) Adequate arrangements shall be made to maintain the secrecy of the polls.

- 7) Proper account shall be maintained by an officer designated by the commission in respect of ballot papers including used, unused, tendered, challenged or spoiled ballot papers.
- 8) The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- 9) The Commission or an officer designated by the commission shall decide about the challenged votes after verification of necessary information before the official announcement of the results.
- 10) No ballot paper shall be invalid for failure to have cast all votes on all seats contested for in the said election.
- 11) Counting of votes shall take place immediately after the polling hours under the supervision of polling officer in the presence of candidates or their polling agents, if any, at the designated sites.
- 12) Provisional results may be declared by the commission immediately after the counting of votes is completed.
- 13) In the event of equality of votes between two or more candidates the result shall be decided on the basis of a draw conducted by the polling officer in the presence of candidates or their polling agents and a record of the result thereof shall be made.
- 14) Having completed the counting and compilation of results, the record pertaining to the elections shall be sealed and signed by the commission or any officer designated by the commission and the Secretary General and shall be handed over to the Secretary General for safe custody.
- 15) The record of elections shall be opened for inspection upon an application made in this behalf by the candidates within seven days of the date of the polling and with the approval of the Director-General.

The elections will be conducted strictly according to the rules as contains in trade organization Rule 2007.

If any provision of this Memorandum and Article of Association is in conflict with the provisions made in trade Organization Ordinance 2007 and rule made their under, the later shall prevail.

REGIONAL COMMITEES

26. a) An Association shall comprise a Chairman, Vice-Chairman, an Executive Committee and a General Body,

- b) The General Body constituted under Sub-Rule (3), in addition to the functions and responsibilities assigned to it in the Memorandum and Articles of Association of the trade organization shall, subject to the provisions of clause (c) of Sub-Rule (5) and Sub-Section (7) of Section 10 of the Ordinance, serve as the electoral college for election of members of Executive Committee, except for the seats reserved for women for which the electoral college shall be the Executive Committee.
- c) The Executive Committee of all trade organizations, except federation, shall comprise persons elected by the General Body from amongst its members, subject to the following namely :-
- i There shall be a minimum of ten and maximum of thirty seats of Executive Committee.
 - ii. At least fifty percent of the members of Executive Committee shall be from the corporate class.
 - iii. The electorate college for each class of members of Executive Committee shall be the members of General Body from the respective class.
 - iv. In addition to the seats provided in clause (a), the immediate past president or, as the case may be, the Chairman of a trade organization shall be an ex-officio member of the Executive Committee without voting right.
- (d) If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.
- Provided that any seats remaining vacant in any category shall not be counted towards determination of quorum.
- (e) In any trade organization where the General Body comprises at least fifty percent members of Associate Class, there shall be rotation of office of president and, as the case may be, the Chairman between the Associate and corporate members.
- (f) Where there is rotation of office of president under Sub-Rule (9), the President and Vice-President or Chairman and, as the case may be, the vice-Chairman shall not be from the same class of members provided in Sub-Rule (7) of Rule 11.
- (g) The office bearer of a trade organization shall be elected by the Executive Committee from amongst its members.
- (h) The tenure of all elected office bearers shall be one year.

- (i) The tenure of members of Executive Committee provided in Sub-Rule (5) and (6) shall be two years subject to the following :
 1. Fifty percent members of Executive Committee shall retire every year ;
 2. After the first election of Executive Committee under the Ordinance a draw shall be made to determine the fifty percent members who shall retire after expiry of first year.
- (j) The tenure of office bearers of Executive Committee provided in Sub-Rule (7) shall be one year.
- (k) On completion of the term the office bearer and members of Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year :

Provided that this Sub-Rule (15), shall not apply to the office bearers and members of the Executive Committee elected under the repealed Ordinance.

- (l). The Association shall have the following two Regional Committees ;
 - (i). Regional Committee at Karachi for the region covering Province of Sindh and Baluchistan.
 - (ii). Regional Committee at Lahore for the region covering the Provinces of Punjab and NWFP.
- (m). Each Regional Committee shall be composed of minimum of five members to be elected from amongst the members belonging to the region concerned. One of them will be the Chairman of the Regional Committee and one woman reserve seat.
- (n). The Regional Committee shall draw up every year a programme for the election of the required number of office-bearers from amongst the members on the register of the Regional Office who are eligible to stand for elections.
- (o). The members for the time being on the regional register shall elect from amongst themselves the Regional Committee. The Committee as formed shall then elect from amongst its member a Regional Chairman as provided in clause (b) above.
- (p). Election shall be held in accordance with the by-laws framed under Article 22 (i) by secret ballot and the results shall be announced at the Annual General Meeting held next after such elections.

- (q). A member who desires to stand for election shall be proposed by one and seconded by another member and no member who has not paid his subscription fee shall be eligible to stand, propose or second a candidate for election.

PROVIDED that the above clause shall not apply in the case of first election to be held immediately after the incorporation of the Association.

- (r). No member shall vote for more than the number of seats reserved for membership on the Regional nor shall more than one representative of any one member be eligible to stand for election at the same time.
- (s). The candidates who receive the largest number of votes shall be deemed to have been elected. In the equality of votes between two or more members, the name of successful candidates shall be drawn by lots.
- (t). If any vacancy occurs in the office bearers of the Regional Committee it shall be filled by co-option by the Regional Committee of the Association of the concerned Region to whom the outgoing member belonged.

PROVIDED that if the vacancy is that of the Regional Chairman, it shall be filled by the Regional Committee by election from amongst the other office bearers and the resulting vacancy shall be filled by co-option.

POWERS & FUNCTION OF REGIONAL COMMITTEE

27. The Regional Committee shall have the following powers and functions to deal with such problems of the members of the region as have a local bearing or concern with the provincial or local authorities, but matter affecting the members of the Association of the industry as a whole and those concerning the Federal Government shall be referred to the Executive Committee.

PROVIDED that in the event of a difference of opinion between the Regional Committee and the Executive Committee on any particular matter the views of the former shall not be shut out by the latter while corresponding particularly with the Federal Government ;

- (a). To receive application for admission as members from those engaged in the particle boards industry within the region and to forward the same to the Secretary with its observations and recommendations ;
- (b). To recommend to the Executive Committee expulsion of any member within its jurisdiction from the membership of the Association.

- (c). To receive admission fees and Annual subscription from members within its jurisdiction and to forward two-third of the amount so received to the head office by a date not later than 30 days of receipt of such amount ;
- (d). To convene meetings of the members of the region within the region concerned ;
- (e). To correspond with the Provincial Government local authorities and administrations, or authorities of the federal Government within the province on matters which concern the Provincial Government and such authorities and administrations, provided that the regional Committee shall not directly correspond with the Federal Government ; such correspondence shall be processed by or through the Executive Committee.
- (f). To arrange for proper audit of the accounts of the Regional Office and presentation of the statement of accounts to the Executive Committee.
- (g). To appoint a Regional Secretary and other staff for the Regional Office on such terms and conditions of service as may be deemed proper.
- (h). To act within the overall jurisdiction and authority of and to carry out the instructions given from time to time by the Executive Committee.
- (i). To set up branch offices with the prior approval of the Executive Committee at such places in the region as may from time to time be considered necessary, and to frame by-laws for the efficient functioning of the Regional Office and generally.
- (j). To enjoy such other powers and to carry out such other duties and functions in respect of the Association provided in Article 22 hereinafter.

28. The Executive Committee may at the request of or in consultation with the Regional Committee concerned, open branch offices whenever considered necessary.

CENTRAL EXECUTIVE COMMITTEE

29. (1). The affairs of the Association shall be managed and administered by a Central Executive Committee of 8 consisting minimum ten & maximum thirty members :-

(i). Chairman	1
(ii). Vice Chairman	1
(iii). Members	6
(iv). Woman	2

- (2). The office bearers of the Central Executive Committee shall be elected with equal representation from both regions in the manner indicated below :-
- (a). Three members of the Regional Committee elected under Article 18 (b) shall represent the respective region on the Central Executive Committee provided that in case a region cannot be represented on the said committee due to its inability to hold or participate in the elections for any reason, the members of the other Regional Committee, if duly elected, shall compose the Central Executive Committee and may conduct its business, manage the Association and exercise all the powers and functions of the Central Executive Committee notwithstanding the fact that seats on the central Executive Committee belonging to the other region, remain vacant.
 - (b). The members returned under clause (a) above shall elect from amongst themselves a Chairman and Vice Chairman. Provided that if the Chairman for any year shall be from one region the Vice Chairman in that year shall be from the other region and vice-versa. Provided further that if the Chairman for one year is from one region, the Chairman for the next year shall be from the other region and vice-versa.
 - (c). If any Regional Office does not remit the dues to the head office as laid down in Articles No. 7 & 19(3), or its elections are not held by the specified date, or the names of the members elected from the region concerned to serve on the Executive Committee are for any reason not communicated to the head office, the election of the Executive Committee shall not be withheld and the members from the particular region shall not be included in the Executive Committee until such time as the dues are fully paid and the names of the persons elected are fully communicated to the head office.
 - (d). Notwithstanding anything contained in above, the Executive Committee shall be composed of members belonging to such regional office as had paid the dues and duly held the elections and communicated, by the specified date, to the head office, the names of the persons elected.
 - (e). Casual vacancies of the members shall be filled by co-option by the Central Executive Committee from amongst members of the region to which the outgoing members belonged. Those of the Chairman or Vice Chairman shall be filled by the Central Executive Committee by election from its members and the resultant vacancy of the member shall be filled by co-option.

PROVIDED that no such vacancy shall be filled by under this clause during the first 90 days as well as 270 days after the holding of the annual election. The term “Casual Vacancy” shall include all vacancies occurring after announcement of results of the annual election.

POWERS AND FUNCTIONS OF EXECUTIVE COMMITTEE

30. The Executive Committee shall have the following powers and functions :-
- (a). to carry out the aims and objects of the Association ;
 - (b). to make such arrangements as are considered necessary for the election of the new Executive Committee, its Chairman and Vice Chairman ;
 - (c). to continue to manage the affairs of the Association until the next properly constituted Executive Committee takes over in accordance with the provisions of these Articles ;
 - (d). to look after and manage all property, movable and immovable held by the Association.
 - (e). to appoint standing Committees for any purpose and frame such rules and regulations or by-laws in this regard as may be deemed fit.
 - (f). to delegate any of its powers to any Standing Committee or Sub Committee.
 - (g). to appoint the Secretary and other staff considered necessary for the efficient functioning of the Association and to frame rules and regulations or by-laws regarding their terms and conditions of service.
 - (h). to keep or cause to be kept by any one or more persons appointed by it, proper books of the accounts in which shall be entered true and complete accounts of the monetary affairs and transactions of the Association.
 - (i). to frame and put into effect rules, regulations and bye-laws for the office administration, elections, trade practices, arbitrations and all such purposes as are conducive to the promotion of the objects of the Associations and to rescind, add or to alter such rules, regulations of by-laws.
 - (j). to secure for the Association membership of the federation of Commerce and industry Pakistan Chamber ;
 - (k). to present the views of the Association on any matter relating to the objects of the Association.
 - (l). to convene ordinary or extra ordinary general meetings of the Association.

- (m). to nominate members to represent the Association on nonpolitical public bodies.
- (n). to raise funds by collecting adhoc subscriptions and donations from the members from time to time for meeting any emergent needs of the Association.
- (o). to defray expenses, subject to availability of funds of delegates selected and deputed by the Association to represent it at conference in Pakistan or abroad with prior approval of the Federal Government in case of conference abroad ;
- (p). to expel any member from the Association or readmit such expelled members subject to conditions laid down in these Articles, either on its own initiative or on the recommendations of the Regional Committee concerned ;
- (q). to commence, institute, prosecute and defend all such actions and / or it's on behalf of the Association as may be deemed necessary or expedient and to compromise or submit to arbitration any action suit or dispute or difference ;
- (r). to enquire and look into the affairs of any regional office or regional committee, if it is reported by not less than two-third members of the region concerned that the regional office or the regional Committee has not been functioning properly, and to take such actions as may be decided upon by the Association at a General Meeting which shall be convened specially for the purpose in that region and generally ;
- (s). to adopt and take such measures, not inconsistent with the Memorandum of Association or these Articles, as may from time to time be considered necessary for the achievement of the aims and objects of the Association.

PROCEEDINGS / MEETINGS OF THE EXECUTIVE COMMITTEE

31. The Executive Committee shall meet from time to time at such place or places as may be considered necessary and may make such rules and regulations and by-laws not inconsistent with the provisions of these articles, as it may think proper as to the summoning and holding of meetings and for transaction of business at such meetings.

32. Four office bearers shall form the quorum. If within thirty minutes of the scheduled time of the meeting, the requisite quorum is not formed, the meeting shall stand adjourned and no quorum shall be necessary for the transaction of business at an adjourned meeting.

33. All proposals placed before the Executive Committee shall be decided by a simple majority vote, except as otherwise provided in these Articles.

34. The Executive Committee shall cause the proceedings of every meeting to be duly recorded in the minute book kept for the purpose.

35. The Chairman and in his absence the Vice Chairman shall preside at the meeting, provided that in the absence of both of them, the office bearers present may elect any person from amongst themselves to preside.

36. In the event of equality of votes, the Chairman or whosoever be presiding over the meeting of the Executive Committee, shall have a second or casting vote.

37. No resolution duly passed at the meeting of the Executive Committee shall be rescinded, altered or otherwise amended at a subsequent meeting of the Executive Committee held within twelve months of the date on which such resolution was passed, unless two-third of the total number of office-bearers of the Committee vote for change and the agenda containing the proposal has been duly circulated.

GENERAL MEETING

38. A General Meeting shall be held within 3 months from the date of its incorporation and thereafter once at least in every year (not being more than 15 months after the holding of the last Annual General Meeting). Such General meetings shall be called "Ordinary Meetings".

39. The Executive Committee may, whenever they think fit, or on a requisition made in writing by any 1/3 of the total members, call an "Extra Ordinary General Meeting".

40. Any requisition made by the members shall state the object of the meeting proposed to be called and shall be signed by the requisition and deposited with the Secretary of the Association.

41. On receipt of any such requisition, the Executive Committee shall forthwith proceed to call an Extra Ordinary General Meeting. If they do not proceed to call a meeting within fifteen days from the date of the requisition, the requisition may themselves call a meeting.

42. 21 days notice at least, of every General Meeting, specifying the place, the day and hour of the meeting shall be given to the members but the non-receipt of such notice by any member shall not invalidate the proceeding of any General Meeting. A notice of the meeting will either be delivered by person or will be sent under certificate of posting.

43. No business shall be transacted at any General Meeting unless a quorum of members is present at the commencement of the business. In order to constitute a quorum there shall be 25% members present.

44. If within 30 minutes from the time appointed for the meeting a quorum of members is not present, the meeting if called on the requisition of the members shall be dissolved, in any other case it shall stand adjourned and at such adjourned meeting no quorum shall be necessary.

45. Every question submitted to a meeting shall, unless unanimously decided be decided in the first instance, by a show of hands. In case of any equality of votes, the Chairman shall have a casting vote.

46. At an Annual General Meeting the following business shall be transacted :

- (a). to receive and adopt annual report of the Executive Committee and other Committees and sub-Committees ;
- (b). to receive and pass the duly audited statement of accounts ;
- (c). to elect members of the Executive Committee ;
- (d). to appoint an auditor for the year and fix his remuneration ;
- (e). to transact such other business of which notice may have been received 4 clear days before the date fixed for the Annual General Meeting, and / or such other business as may be, with the permission of the chair, placed before the meeting.

47. Whereas in any election 2 or more candidates secure an equal number of votes, the successful candidate shall be determined by lots to be drawn by Chairman.

48. NOTICE : A notice may be served upon any member either personally or by sending through post, in a prepaid letter, address to such member's registered address, under postal certificate.

POWERS AND RESPONSIBILITIES OF OFFICE BEARERS

49. The following shall be the powers and responsibilities of Chairman and Vice Chairman :

(a). CHAIRMAN :

- (i). He shall be the Chief Executive of the Association, and whenever possible, shall preside over the General Meeting of the Association and meetings of the Executive Committee and lead deputations and delegations on matters with which the Committee is concerned.

- (ii). He shall have the power to sanction in connection with the affairs of the Association any amount not exceeding one thousand rupees at a time, prior to consultation with or assent of Executive Committee, and the amount so sanctioned shall be paid from the funds of the Association. The assent of the Executive Committee will be obtained at its next meeting after the expenditure has been sanctioned or incurred.

(b). VICE CHAIRMAN :

In the absence of the Chairman, the Vice Chairman shall perform all functions of the Chairman.

(c). REGIONAL CHAIRMAN :

Subject to the overall jurisdiction and authority of the Chairman and the Executive Committee whose instructions, it shall be his duty to carry out, in accordance with the provisions of these Articles. The Regional Chairman shall enjoy the same powers and perform the same functions in respect of his region as those enjoyed by the Chairman in respect of the Association as a whole.

50. Subject to the supervision, control and orders of the Chairman, the Secretary shall perform the following duties.

- (a) to carry on and hold charge of all correspondence of the Association ;
- (b) to hold charge of all papers and documents, furniture and all the other properties, movable and immovable, belonging to the Association ;
- (c) to issue and give notice of all general meetings and the Executive Committee Meetings and the standing Committee and sub-Committee meetings if any ;
- (d) to keep and maintain accurate minutes of all meetings of the Association, the Executive Committee and standing Committee and sub-Committee and to get them signed by the person who presided over such meeting ;
- (e) to prepare the annual report of the Association in consultation with the Executive Committee and the report of the Standing Committee and sub-committee ;
- (f) to circulate amongst the office bearers, the minutes of the meetings and proceedings of the standing committees and sub Committees and circulate amongst the members of the Association, the annual report, notice and other information intended for circulation ;

- (g) to notify all members of the Association, the resignation, expulsion or cessation otherwise of any person, firm or company from the membership of the Association.
- (h) to collect all dues of the Association and grant receipts thereof.
- (i) to keep and maintain or cause to be kept and maintained accurate accounts of the Association and of all funds connected with or in any way controlled by it.
- (j) to ensure all payments on behalf of the Association in conformity with the decisions of the Executive Committee.
- (k) to countersign all cheques issued on behalf of the Association which shall be signed by the Chairman or two office bearers duly authorized by the Executive Committee ;
- (l) to incur incidental expenses on any item not exceeding three hundred rupees subject to such rules and regulations, by-laws as may be framed by the Executive Committee ;
- (m) to represent to Association for all purposes whenever action arises before any court of law, any suit or proceedings instituted by or against the Association, but he shall not be competent to compromise any suit are proceedings without the sanction of the Executive Committee ;
- (n) to delegate all or any of his functions to any member of the staff of the Association, provided that the Secretary shall remain responsible to the Executive Committee for act done on his behalf by such members ;
- (o) to maintain administrative and disciplinary control over the entire staff of the Association, in accordance with the rules and regulations and bye-laws framed in this behalf by the Executive Committee and ;
- (p) to do and perform all acts and deeds he may expressly be required to do by the Chairman or the Executive Committee and generally all such other acts and deeds as are incidental to his office.

SECRETARY GENERAL

51. (1) The Association shall appoint a Secretary General through a human resources Committee formed under and consisting of three members of the Executive Committee.

- (2) The Secretary General shall be in charge of the Secretariat of the Association. The Association shall frame the rules and regulations for hiring and service rules for Secretary General and other staff.
- (3) The signatures of the Secretary General shall be mandatory for operation of all the single or jointly operated bank accounts of the Association.
- (4) The termination of services of the Secretary General shall be through a resolution of the Executive Committee.
- (5) Any management employees who shall report directly to the Secretary General alone shall be appointed jointly by the Secretary General and Human Resources Committee.
- (6) Any other staff or professional management shall be appointed through a process to be defined in the Association's human resource policy.
- (7) In addition to the above the Secretary General will exercise the following powers and duties :
 - a). To issue notices of agenda for the meetings of the Committee and the General Body.
 - b) To carry out the decision of the General Body / Executive Committee as the case may be.
 - c) To keep the office record properly and carry on correspondence on behalf of the Association.
 - d) To record or cause to be recorded the minutes of the meetings of the General Body / Executive Committee as the case may be, and ensure their timely circulation to all concerned.
 - e) To prepare annual reports and accounts of the Association.
 - f) To sign all documents, bills and letters either singly or jointly with any other office bearer as may be decided by the Managing Committee.
 - g) To incur urgent and necessary expenses to the extent of Rs. 3,000.00 (Rupees Three Thousand only) and keep imprest account of an amount Rs. 1,000.00 for petty expenses.
 - h) To place and present the report of any sub committee before the Executive Committee.
 - i) To keep contact with, and coordinate among the regional offices and the Head Office of the Association.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Secretary General.

ACCOUNTS

52. The funds of the Association shall be deposited in an approved Bank and such part thereof as shall not be required for current expenses may at the direction of the Executive Committee be invested in Securities. The account in the bank shall be operated by the cheques as laid down in Article 44 below.

53. In 4th line of Article No. 44. The words “Joint Signature of the Chairman or two office bearers” be replaced by the words “Signature of Chairman or Vice Chairman or an office bearer” duly authorized by the Executive Committee in this behalf and the Secretary.

54. True accounts shall be kept of the sums of moneys received and expended by the Association and the manner in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

AUDIT

55. The accounts of the Head Office and the Regional Offices of the Association shall be closed on the thirty-first day of December every year, and shall be audited at least once in every year, by duly registered auditor or auditors appointed for the purpose. Two statements of the Regional Offices duly adopted by the regional Committees shall be appended to the accounts of the Head Office.

COMMON SEAL

56. The Executive Committee seal shall provide a common seal for the Association. The seal shall be deposited with the Secretary and shall never be affixed to any document, except with the prior authority of the Committee and in the presence of the Chairman, or two other office bearers, who shall sign every instrument to which the seal is affixed and all such instruments shall be countersigned by the Secretary.

PROVIDED that any instrument bearing the seal of the Association and issued for a valuable consideration shall nevertheless be binding on authority of the Committee to issue the same.

INDEMNITY

57. (a) Every office bearer, Secretary and other officer or servant of the Association shall be indemnified by the Association against and, it shall be the duty of the Executive Committee, out of the funds of the Association, to pay all costs, losses, penalties and expenses which any such office bearer, secretary officer or servant may incur or become liable to by reasons of any contract entered into or act or deeds done or omitted to be done by him as office bearer, Secretary, officer or servant acting in good faith or in any way in the discharge of his duties in good faith, and the amount for which such indemnity is provided shall immediately attach as lien on the property of the Association and have priority as between the members of the Association over all other claims.

- (b). No office bearer, Secretary or other officer or servant of the Association shall be liable for the acts, receipts or default of any other office bearer or officer or servant or for joining in any receipt of other act or for conformity for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association or for the insufficiency or depreciation or any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any money, securities or effects shall be deposited or for loss sanctioned by any error of judgment, omission, default or oversight on his part, or any other loss, damage or misfortune that may happen in the execution of the duties of his office or in relation thereto unless the same happened through his own dishonesty.

COPIES OF MEMORANDUM AND ARTICLE

58. The Memorandum of Association, and these Articles shall be kept with the records of the Association, printed copies of the same shall be supplied to all members on application, free of charge.

WINDING UP

59. (a). The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be wound up and should there remain after satisfaction of all its debts and liabilities any surplus property whatsoever, the same shall not be paid. Distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association at an extraordinary or special General Meeting.

- (b) Notwithstanding anything laid down in clause (a) the provisions of the Companies Act 1913 (VII of 1913) as amended from time to time, regarding the winding up or dissolution of Association registered under section 26 of the Act, shall apply to the winding up or dissolution of the Association.

DISPUTE

60 Any dispute or difference of opinion in regard to the interpretation or scope of application of these Articles of Association which cannot be resolved by the Association itself, shall be referred to the Director Trade Organization appointed under the Trade Organization Ordinance 1961 (XIV of 1961) and the ruling given by the Director shall be binding on the Association, its office bearers and members.

AMENDMENTS

61. Amendments to these Articles of Association, shall be subject to the prior approval of the Government, and shall also be made whenever required by the Government in public interest.

No alteration or addition or deletion shall be made therein or thereto save except by a majority of three fourth of the members of the General Body present at the Annual General Meeting or on extraordinary General Meeting convened by a notice issued at least twenty-one days before the holding of the said Meeting and in which all the terms of the proposed alterations shall have been clearly set-forth.

We, the following persons, whose names and addresses are subscribed below, are desirous of being formed into an Association in pursuance of these Articles of Association.

Name of Subscriber	Represented By	Address	Signature
1. PAKISTAN CHIPBOARD LTD.	MR. M. M. AHMED	P. O. Box No. 18, Jehlum.	
2. SADIQ PLYWOOD & ALLIED INDUSTRIES LTD.	MR. IFTIKHAR	G. T. Road, Kala Shah Kaku.	
3. K.D.C. BOARDS LTD.	MIAN BASHIR AHMED	P. O. Box No. 13, Jehlum.	
4. BOMBAY PLYWOOD INDUSTRIES LTD.	MUHAMMAD SHAFI	Peshawer Road, Rawalpindi.	
5. CRESCENT BOARDS LTD.	MAQBUL AHMED	14 - E - W, Faisalabad.	
6. SIND PARTICALE BOARD MILLS LTD.	MUHAMMAD AMIN AHMED	House # 1, M. A. Jinnah Road, Karachi.	
7. BALUCHISTAN PARTICALE BOARD LTD.	MUSLIM HABIB	Jamud Road, Peshawer.	
8. PARTICO LTD.	S. I. REMANI	Chundrigar Road, Karachi.	
9. PAKISTAN PARTICO LTD.	POHU A. K.	D - 33 / B, S.I.T.E., Karachi.	

Dated _____ this _____ day of _____